

RECORDATION NO. 20312-KK FILED

JAN 29 '07 -3 3 0 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

January 29, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Partial Termination of Lease Agreement (Southern Capital Trust II 2002-1), dated as of January 26, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Assignment and Assumption and Amended and Restated Master Lease Agreement (Southern Capital Trust II 2002-1) previously filed with the Board under Recordation Number 20312-V.

The names and addresses of the parties to the enclosed document are:

Lessor: SCC SPV II, LLC
Rodney Square North
1100 North Market Street
Wilmington, DE 19890-0001

Lessee: Kansas City Southern Railway Company
114 West 11th Street
Kansas City, MO 64105-1804

Mr. Vernon A. Williams
January 29, 2007
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A description of the railroad equipment covered by the enclosed document is:

238 locomotives within the following series: KCS 900 – KCS 1918; KCS 2102 – KCS 2975; and KCS 3100 – KCS 3610 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Partial Termination of Lease Agreement (Southern Capital Trust II 2002-1).

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

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**PARTIAL TERMINATION OF LEASE AGREEMENT
(SOUTHERN CAPITAL TRUST II 2002-1)**

SURFACE TRANSPORTATION BOARD

This Partial Termination of Lease Agreement (Southern Capital Trust II 2002-1) is made and entered into as of January 24, 2007 by and between SCC SPV II LLC, a Delaware limited liability company ("*Lessor*") and The Kansas City Southern Railway Company, a Missouri corporation ("*Lessee*").

1. Lessor has heretofore leased to Lessee those certain locomotives set forth on Exhibit A attached hereto pursuant to the Assignment and Assumption and Amended and Restated Master Lease Agreement (Southern Capital Trust II 2002-1) dated as of June 25, 2002 (as amended, the "*Lease*"), as supplemented, a memorandum or copy of which was duly recorded with the Surface Transportation Board on June 25, 2002 at 10:16 A.M. under Recordation Number 20312-V. Capitalized terms used herein without definition have the meanings assigned to them in the Lease.

2. The Lease is terminated effective as of the date hereof with respect to the locomotives set forth on Exhibit A attached hereto.

3. This Partial Termination of Lease Agreement shall neither impair nor terminate the rights and obligations of the parties under the Lease which expressly survive this partial termination.

Dated this 26th day of January, 2007.

SCC SPV II LLC

BY: Wilmington Trust Company, not in its individual capacity, but solely as the Independent Manager

By: 112
Name: Mark H. Brzoska
Title: Relationship Manager
Authorized Signer

THE KANSAS CITY SOUTHERN RAILWAY
COMPANY

By _____
Name: Paul J. Weyandt
Title: Senior Vice President-Finance & Treasurer

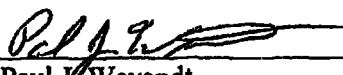
Dated this 26th day of January, 2007.

SCC SPV II LLC

BY: Wilmington Trust Company, not in its
individual capacity, but solely as the
Independent Manager

By _____
Name: _____
Title: _____

THE KANSAS CITY SOUTHERN RAILWAY
COMPANY

By 
Name: Paul J. Weyandt
Title: Senior Vice President-Finance &
Treasurer

STATE OF Delaware)
) SS.:
COUNTY OF New Castle)

On this, the 29th day of January, 2007, before me, a Notary Public in and for said County and State, personally appeared Mark H. Breake, who being by me duly sworn, says that he is the Authorized Signer of WILMINGTON TRUST COMPANY, that said instrument was signed on January 29th, 2007 on behalf of said limited liability company by authority of its managers or members, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Kimberly E. Faulhaber
Name: **KIMBERLY ELIZABETH FAULHABER**
Notary Public **Notary Public - State of Delaware**
My Commission Expires: **My Comm. Expires April 9, 2007**
Residing in _____

STATE OF MISSOURI)
) SS.:
COUNTY OF JACKSON)

On this 26th day of January, 2007, before me personally appeared Paul J. Weyandt to me personally known, who being by me duly sworn, says that he is the Senior Vice President-Finance & Treasurer of THE KANSAS CITY SOUTHERN RAILWAY COMPANY, that said instrument was signed on January 26, 2007, on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public -
My Commission Expires:
Residing in

(SEAL)

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the ____ day of January, 2007, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that he is the _____ of WILMINGTON TRUST COMPANY, that said instrument was signed on January ____, 2007 on behalf of said limited liability company by authority of its managers or members, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

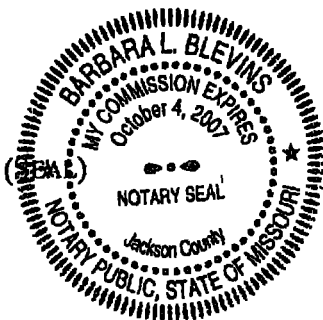
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF MISSOURI)
) SS.:
COUNTY OF JACKSON)

On this 26th day of January, 2007, before me personally appeared Paul J Weyandt to me personally known, who being by me duly sworn, says that he is the Senior Vice President-Finance & Treasurer of THE KANSAS CITY SOUTHERN RAILWAY COMPANY, that said instrument was signed on January 26, 2007, on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Barbara L. Blevins
Name:
Notary Public –
My Commission Expires:
Residing in _____

EXHIBIT A

Locomotives

2004 Purchases

Model	Original Reporting Mark and Road Number	New Reporting Mark and Road Number
SD-40-3	KCS 600	KCS 3100
SD-40-3	KCS 601	KCS 3101
SD-40-3	KCS 602	KCS 3102
SD-40-3	KCS 607	KCS 3112
SD-40-3	KCS 610	KCS 3113
SD-40-3	KCS 611	KCS 3138
SD-40-3	KCS 619	KCS 3142
SD-40-3	KCS 620	KCS 3106
SD-40-3	KCS 621	KCS 3107
SD-40-3	KCS 622	KCS 3108
SD-40-3	KCS 624	KCS 3120
SD-40-3	KCS 625	KCS 3158
SD-40-3	KCS 626	KCS 3159
SD-40-3	KCS 627	KCS 3160
SD-40-3	KCS 628	KCS 3161
SD-40-3	KCS 629	KCS 3162
SD-40-3	KCS 658	KCS 3221
SD-40-3	KCS 660	KCS 3223
SD-40-3	KCS 661	KCS 3224
SD-40-3	KCS 662	KCS 3225
SD-40-3	KCS 663	KCS 3226
GP-38-2	KCS 4000	KCS 2024
GP-38-2	KCS 4001	KCS 1913
GP-38-2	KCS 4002	KCS 2025
GP-38-2	KCS 4003	KCS 2026
GP-38-2	KCS 4004	KCS 1914
GP-38-2	KCS 4005	KCS 2027
GP-38-2	KCS 4006	KCS 1915
GP-38-2	KCS 4007	KCS 2028
GP-38-2	KCS 4008	KCS 1916
GP-38-2	KCS 4009	KCS 1917
SW-1500	KCS 4352	KCS 1413
SW-1500	KCS 4353	KCS 1414
SW-1500	KCS 4354	KCS 1507
SW-1500	KCS 4355	KCS 1508
SW-1500	KCS 4356	KCS 1505
SW-1500	KCS 4357	KCS 1415
SW-1500	KCS 4358	KCS 1416
SW-1500	KCS 4359	KCS 1417

Model	Original Reporting Mark and Road Number	New Reporting Mark and Road Number
SW-1500	KCS 4360	KCS 1418
SW-1500	KCS 4361	KCS 1506
MP-1500	KCS 4363	KCS 1598
MP-1500	KCS 4364	KCS 1497
MP-1500	KCS 4365	KCS 1599
MP-1500	KCS 4366	KCS 1498
MP-1500	KCS 4367	KCS 1450
GP-40-3	KCS 4736	KCS 2801
GP-40-3	KCS 4737	KCS 2802
GP-40-3	KCS 4738	KCS 2815
GP-40-3	KCS 4739	KCS 2803
GP-40-3	BN 3040	KCS 2950
GP-40-3	BN 3041	KCS 2951
GP-40-3	BN 3042	KCS 2952
GP-40-3	BN 3043	KCS 2953
GP-40-3	BN 3044	KCS 2954
GP-40-3	BN 3045	KCS 2955
GP-40-3	BN 3046	KCS 2956
GP-40-3	BN 3047	KCS 2957
GP-40-3	BN 3048	KCS 2958
GP-40-3	BN 3049	KCS 2959
GP-40-3	BN 3050	KCS 2960
GP-40-3	BN 3051	KCS 2961
GP-40-3	BN 3053	KCS 2962
GP-40-3	BN 3054	KCS 2963
GP-40-3	BN 3055	KCS 2964
GP-40-3	BN 3056	KCS 2965
GP-40-3	BN 3057	KCS 2966
GP-40-3	BN 3058	KCS 2967
GP-40-3	BN 3059	KCS 2968
GP-40-3	BN 3060	KCS 2969
GP-40-3	BN 3061	KCS 2970
GP-40-3	BN 3062	KCS 2971
GP-40-3	BN 3063	KCS 2972
GP-40-3	BN 3064	KCS 2973

2005 Purchases

Model	Original Reporting Mark and Road Number	New Reporting Mark and Road Number
SD-40-3	KCS 639	KCS 3202
SD-40-3	KCS 640	KCS 3203
SD-40-3	KCS 641	KCS 3204
SD-40-3	KCS 642	KCS 3205
SD-40-3	KCS 643	KCS 3206
SD-40-3	KCS 646	KCS 3209
SD-40-3	KCS 651	KCS 3214
SD-40-3	KCS 652	KCS 3215
SD-40-3	KCS 653	KCS 3216
SD-40-3	KCS 655	KCS 3218
SD-40-3	KCS 658	KCS 3219
SD-40-3	KCS 668	KCS 3231
SD-40-3	KCS 669	KCS 3232
SD-40-3	KCS 687	KCS 3243
SD-40-3	KCS 688	KCS 3244
SD-40-3	KCS 689	KCS 3245
SD-40-3	KCS 690	KCS 3246
SD-40-3	KCS 691	KCS 3247
SD-40-3	KCS 692	KCS 3248
SD-50	KCS 704	KCS 3504
SD-50	KCS 706	KCS 3505
SD-50	KCS 707	KCS 3506
SD-50	KCS 708	KCS 3507
SD-50	KCS 709	KCS 3508
GP-38-2	KCS 4010	KCS 2031
GP-38-2	KCS 4011	KCS 2032
GP-38-2	KCS 4024	KCS 2017
GP-38-2	KCS 4025	KCS 1912
GP-38-2	KCS 4026	KCS 2018
GP-38-2	KCS 4027	KCS 2019
GP-38-2	KCS 4028	KCS 2020
GP-38-2	KCS 4029	KCS 1918
GP-38-2	KCS 4030	KCS 2033
GP-38-2	KCS 4031	KCS 2034
SW-1500	KCS 4319	KCS 1510
SW-1500	KCS 4320	KCS 1400
SW-1500	KCS 4321	KCS 1401
SW-1500	KCS 4322	KCS 1402
SW-1500	KCS 4338	KCS 1409
SW-1500	KCS 4339	KCS 1410
SW-1500	KCS 4340	KCS 1411
SW-1500	KCS 4341	KCS 1503
SW-1500	KCS 4342	KCS 1412
SW-1500	KCS 4343	KCS 1504

Model	Original Reporting Mark and Road Number	New Reporting Mark and Road Number
SW-1500	KCS 4344	KCS 1492
SW-1500	KCS 4345	KCS 1493
SW-1500	KCS 4346	KCS 1592
SW-1500	KCS 4347	KCS 1593
SW-1500	KCS 4348	KCS 1494
SW-1500	KCS 4349	KCS 1495
SW-1500	KCS 4350	KCS 1496
SW-1500	KCS 4351	KCS 1594
GP-40-3	KCS 4700	KCS 2902
GP-40-3	KCS 4702	KCS 2900
GP-40-3	KCS 4704	KCS 2903
GP-40-3	KCS 4705	KCS 2901
GP-40-3	KCS 4706	KCS 2904
GP-40-3	KCS 4707	KCS 2905
GP-40-3	KCS 4708	KCS 2906
GP-40-3	KCS 4709	KCS 2907
GP-40-3	KCS 4710	KCS 2908
GP-40-3	KCS 4711	KCS 2909
GP-40-3	KCS 4712	KCS 2910
GP-40-3	KCS 4713	KCS 2911
GP-40-3	KCS 4714	KCS 2912
GP-40-3	KCS 4715	KCS 2913
GP-40-3	KCS 4716	KCS 2914
GP-40-3	KCS 4717	KCS 2915
GP-40-3	KCS 4718	KCS 2916
GP-40-3	KCS 4719	KCS 2917
GP-40-3	KCS 4720	KCS 2918
GP-40-3	KCS 4721	KCS 2919
GP-40-3	KCS 4722	KCS 2920
GP-40-3	KCS 4796	KCS 2976
GP-40-3	KCS 4797	KCS 2977
GP-40-3	KCS 4798	KCS 2974
GP-40-3	KCS 4799	KCS 2975

2006 Distribution

Model	Original Reporting Mark and Road Number	New Reporting Mark and Road Number
SD-40-3	KCS 630	KCS 3143
SD-40-3	KCS 633	KCS 3146
SD-40-3	KCS 678	KCS 3234
SD-40-3	KCS 679	KCS 3235
SD-40-3	KCS 680	KCS 3236
SD-40-3	KCS 681	KCS 3237
SD-40-3	KCS 682	KCS 3238
SD-40-3	KCS 683	KCS 3239
SD-40-3	KCS 684	KCS 3240
SD-40-3	KCS 685	KCS 3241
SD-40-3	KCS 686	KCS 3242
SD-40-3	KCS 695	KCS 3122
SD-40-3	KCS 696	KCS 3123
SD-40-3	KCS 697	KCS 3124
SD-40-3	KCS 698	KCS 3125
GP-38-2	KCS 4017	KCS 2012
GP-38-2	KCS 4018	KCS 1910
GP-38-2	KCS 4019	KCS 2013
GP-38-2	KCS 4020	KCS 2014
GP-38-2	KCS 4021	KCS 2015
GP-38-2	KCS 4022	KCS 1911
GP-38-2	KCS 4023	KCS 2016
SW-1000	TNR 104	KCS 1002
SW-900	TNR 901	KCS 900
SW-1000	TNR 105	KCS 1001
SW-1500	KCS 4323	KCS 1403
SW-1500	KCS 4331	KCS 1590
SW-1500	KCS 4333	KCS 1407
SW-1500	KCS 4334	KCS 1591
SW-1500	KCS 4335	KCS 1408
SW-1500	KCS 4336	KCS 1500
SW-1500	KCS 4362	KCS 1497
SD-45-3	KCS 4507	KCS 3608
SD-45-3	KCS 4508	KCS 3609
SD-45-3	KCS 4509	KCS 3610
GP-40-3	KCS 4740	KCS 2816
GP-40-3	KCS 4741	KCS 2825
GP-40-3	KCS 4742	KCS 2804
GP-40-3	KCS 4743	KCS 2850

Model	Original Reporting Mark and Road Number	New Reporting Mark and Road Number
GP-40-3	KCS 4744	KCS 2851
GP-40-3	KCS 4745	KCS 2846
GP-40-3	KCS 4747	KCS 2817
SW-1000	TNR 103	KCS 1000
SD-40-3	KCS 631	KCS 3144
SD-40-3	KCS 632	KCS 3145
SD-40-3	KCS 634	KCS 3116
SD-40-3	KCS 4607	KCS 3121
SD-40-3	KCS 4811	KCS 3163
SD-40-3	KCS 4818	KCS 3109
SD-40-3	KCS 4821	KCS 3110
SD-40-3	KCS 4831	KCS 3117
SD-40-3	KCS 4832	KCS 3164
SD-40-3	KCS 4833	KCS 3165
SW-1500	KCS 4337	N/A
SD-40-3	KCS 699	KCS 3126
GP-38-2	KCS 4012	KCS 2021
GP-38-2	KCS 4013	KCS 2022
GP-38-2	KCS 4014	KCS 2023
GP-38-2	KCS 4015	KCS 2010
GP-38-2	KCS 4016	KCS 2011
SW-1500	KCS 4324	KCS 1404
SW-1500	KCS 4325	KCS 1405
SW-1500	KCS 4326	KCS 1490
SW-1500	KCS 4327	KCS 1501
SW-1500	KCS 4328	KCS 1406
SW-1500	KCS 4329	KCS 1491
SW-1500	KCS 4330	KCS 1502
GP-40-3	KCS 4746	KCS 2852
GP-40-3	KCS 4748	KCS 2843
GP-40-3	KCS 4749	KCS 2853
GP-40-3	KCS 4750	KCS 2854
GP-40-3	KCS 4780	KCS 2827
GP-40-3	KCS 4781	KCS 2828
GP-40-3	KCS 4782	KCS 2829
GP-40-3	KCS 4783	KCS 2930
GP-40-3	KCS 4784	KCS 2931
GP-40-3	KCS 4785	N/A
GP-40-3	KCS 4786	KCS 2933
GP-40-3	KCS 4787	KCS 2934
GP-40-3	KCS 4788	KCS 2935
GP-40-3	KCS 4789	KCS 2936

Model	Original Reporting Mark and Road Number	New Reporting Mark and Road Number
GP-40-3	KCS 4790	KCS 2937
GP-40-3	KCS 4791	KCS 2938
GP-40-3	KCS 4792	KCS 2939
GP-40-3	KCS 4793	KCS 2940
GP-40-3	KCS 4794	KCS 2941
GP-40-3	KCS 4795	KCS 2942

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

1/30/07



Robert W. Alvord